

Hearing Date and Time: October 24, 2011 at 10:00 a.m. (prevailing Eastern time)
Supplemental Response Date and Time: October 20, 2011

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re : Chapter 11
DPH HOLDINGS CORP., et al. : Case No. 05-44481 (RDD)
Reorganized Debtors. : (Jointly Administered)
----- X

**REORGANIZED DEBTORS' SUPPLEMENTAL REPLY WITH RESPECT TO
PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 18969**

("SUPPLEMENTAL REPLY — STMICROELECTRONICS, INC. (F/K/A SGS
THOMPSON MICROELECTRONICS "))

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), hereby submit this Supplemental Reply With Respect To Proof Of Administrative Expense Claim Number 18969 (the "Supplemental Reply") and respectfully represent as follows:

A. Preliminary Statement

1. On July 15, 2009, STMicroelectronics, Inc. (f/k/a SGS Thompson Microelectronics) (the "Claimant") filed proof of administrative expense claim number 18969 against Delphi Corporation ("Delphi") asserting an administrative expense claim in the amount of \$18,935.00 (the "Claim") for goods sold by the Claimant to Delphi. The amounts asserted in the Claim have since been fully satisfied. Accordingly, this Court should enter an order disallowing and expunging the Claim in its entirety.

B. Background

2. On October 8 and 14, 2005, Delphi and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

3. On July 15, 2009, the Claimant filed the Claim.

4. On October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

5. On January 22, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

6. On February 5, 2010, the Claimant filed the Response Of STMicroelectronics, Inc. To Debtors' Forty-Third Omnibus Claims Objection (Docket No. 19403) (the "Response"). In the Response, the Claimant conceded that the amounts owing on behalf of the Claim should be reduced to \$15,275.00 (Response at ¶ 4).

7. On September 23, 2011, the Reorganized Debtors filed the Notice Of Sufficiency Hearing With Respect To Reorganized Debtors' Objection To Proof Of Administrative Expense Claim Number 18969 (Docket No. 21591) (the "Sufficiency Hearing Notice").

8. By the Sufficiency Hearing Notice, the Reorganized Debtors scheduled a hearing (the "Sufficiency Hearing") on October 24, 2011 at 10:00 a.m. (prevailing Eastern time) in this Court to address the legal sufficiency of the Claim and whether the Claim states a colorable claim against Delphi.

9. The Reorganized Debtors are filing this Supplemental Reply to implement Article 9.6(a) of the Modified Plan, which provides that "[t]he Reorganized Debtors

shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

10. This Supplemental Reply is filed pursuant to paragraph 9(b)(i) of the Claims Objection Procedures Order. Pursuant to paragraph 9(b)(ii) of the Claims Objection Procedures Order, if a Claimant wishes to file a supplemental pleading in response to this Supplemental Reply, the Claimant shall file and serve its response no later than two business days before the scheduled Sufficiency Hearing – i.e., by October 20, 2011.

C. Relief Requested

11. By this Supplemental Reply, the Reorganized Debtors request entry of an order disallowing and expunging proof of administrative expense claim number 18969 in its entirety.

D. Claimant's Burden Of Proof And Standard For Sufficiency Of Claim

12. The Reorganized Debtors respectfully submit that the Claim fails to state a claim against the Debtors under rule 7012 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). Pursuant to Bankruptcy Rule 7012, a claimant must provide facts that plausibly support a claim upon which relief can be granted. Fed. R. Bankr. P. 7012(b). The Claimant has not provided any facts to support a right to further payment by the Reorganized Debtors. Accordingly, the Reorganized Debtors' objection to the Claim should be sustained and the Claim should be disallowed and expunged in its entirety.

13. The burden of proof to establish a claim against the Debtors rests on the claimant and, if a proof of claim does not include sufficient factual support, such proof of claim is not entitled to a presumption of prima facie validity pursuant to Bankruptcy Rule 3001(f). see, e.g., In re Spiegel, Inc., Nos. 03-11540, 06-CV-13477, 2007 WL 2456626, at *15 n.6 (S.D.N.Y.

Aug. 22, 2007) (the claimant always bears the burden of persuasion and must initially allege facts sufficient to support the claim); In re WorldCom, Inc., No. 02-13533, 2005 WL 3832065, at *4 (Bankr. S.D.N.Y. Dec. 29, 2005) (only a claim that alleges facts sufficient to support legal liability to claimant satisfies claimant's initial obligation to file substantiated proof of claim); see also In re Allegheny Int'l. Inc., 954 F.2d 167, 173 (3d Cir. 1992) (in its initial proof of claim filing, claimant must allege facts sufficient to support claim); In re Chiro Plus, Inc., 339 B.R. 111, 113 (D.N.J. 2006) (claimant bears initial burden of sufficiently alleging claim and establishing facts to support legal liability); In re Armstrong Finishing, L.L.C., No. 99-11576-C11, 2001 WL 1700029, at *2 (Bankr. M.D.N.C. May 2, 2001) (only when claimant alleges facts sufficient to support its proof of claim is it entitled to have claim considered prima facie valid); In re United Cos. Fin. Corp., 267 B.R. 524, 527 (Bankr. D. Del. 2000) (claimant must allege facts sufficient to support legal basis for its claim to make a prima facie case).

14. For purposes of sufficiency, this Court has determined that the standard of whether a claimant has met its initial burden of proof to establish a claim should be similar to the standard employed by courts in deciding a motion to dismiss under Bankruptcy Rules 7012 and 9014. See H'rg Tr. 52:24-53:1, Jan. 12, 2007 (Docket No. 7118). Pursuant to that standard, a motion to dismiss should be granted if a claimant fails to make "[f]actual allegations . . . enough to raise a right to relief above the speculative level [to a plausible level],' assuming (of course) that all the allegations in the complaint are true." Bradley v. Rell, 703 F. Supp. 2d 109, 115 (N.D.N.Y. 2010) (quoting Bell Atl. Corp. v. Twombly, 550 U.S. 544, 555 (2007)). Essentially, the claimant must provide facts that plausibly support a legal liability against the Debtors.

15. This Court further established that the sufficiency hearing standard is consistent with Bankruptcy Rule 3001(f), which states that "[a] proof of claim executed and filed in accordance with these Rules shall constitute prima facie evidence of the validity and amount of the claim." Fed. R. Bankr. P. 3001(f) (emphasis added). Likewise, Bankruptcy Rule 3001(a) requires that the "proof of claim shall conform substantially to the appropriate Official Form" and Bankruptcy Rule 3001(c) requires that "[w]hen a claim . . . is based on a writing, the original or a duplicate shall be filed with the proof of claim." Fed. R. Bankr. P. 3001(a), (c). See H'rg Tr. 52:17-22, Jan. 12, 2007 (Docket No. 7118).

E. Argument Regarding The Claim

16. All Amounts Asserted In The Claim Have Been Satisfied. The Reorganized Debtors have reviewed the information attached to the Claim and the Response and dispute that any amounts asserted in the Claim remain owing. Pursuant to the Response, the Claimant asserted that invoice numbers 0703031461, 0703052128, 0703052129, 0703057708, and 0703042641 remained open in the amount of \$15,275.00 (Response at ¶ 11 and Exh. 1). However, all asserted invoices have been fully satisfied as illustrated in the following chart:

Invoice	Invoice Date	Amount Claimed	Amount Paid	Payment Date
0703031461	01/22/09	\$11,340.00	\$11,340.00	Paid 06/09/2011 (see <u>Exhibit A</u>)
0703052128	04/03/09	\$2,300.00	\$2,300.00	Paid 06/09/2011 (see <u>Exhibit A</u>)
0703052129	04/03/09	\$575.00	\$575.00	Paid 06/09/2011(see <u>Exhibit A</u>)
0703057708	04/23/09	\$580.00	\$580.00	Paid 06/16/2011 (see <u>Exhibit A</u>)
0703042641	03/03/09	\$480.00	\$480.00	Paid 09/15/2011 (see <u>Exhibit B</u>)
Total		\$15,275.00	\$15,275.00	

17. Moreover, the Reorganized Debtors' books and records for this vendor reflect a zero balance. Accordingly, the Claim should be disallowed and expunged in its entirety.

F. Conclusion

18. For the foregoing reasons, the Reorganized Debtors assert that the Claim has been fully satisfied and no longer asserts a viable claim against the Debtors. Accordingly, this Court should enter an order disallowing proof of administrative expense claim number 18969 in its entirety.

WHEREFORE the Reorganized Debtors respectfully request that this Court enter an order (a) disallowing and expunging the Claim in its entirety and (b) granting the Reorganized Debtors such other and further relief as is just.

Dated: New York, New York
October 14, 2011

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

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Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

Exhibit A

Payment Details

Auth File ID: 2000446374
Payment Number: 14102000446157
Payer Name: Delphi Automotive Systems
Settlement Date: Jun-09-2011

Payment Method: ACH
Payment Amount: 330,836.59
Currency: USD

Payee

Company Name: STMICROELECTRONICS INC
Payee Code: 00617121421
Receiving Bank ID: 121000248:4159761857

Buyer

Company Name: Delphi Automotive Systems
Originating Bank ID: 021000021:9102614402

Contact:	Name	Phone	Fax	eMail
	no data	no data	no data	no data

Payment Details

Invoice No.: 5216910227001

BOL#: 69245

Invoice Date: Apr-22-2011

Tax Amount: 0.00

Plant Description: Delphi-E&S

Hedge:

Rate:

Comments:

PO Number: 0550334541

Invoice Amount: 7,050.00

Discount/Adj Amount: 0.00

Net Amount Paid: 7,050.00

Plant Number: DA

Part Number: 28075860

Unit Price: 2.35

Quantity: 3,000.00

Unit Of Measure: PC

Invoice No.: 5216910313001

BOL#: 69241

Invoice Date: Apr-22-2011

Tax Amount: 0.00

Plant Description: Delphi-E&S

Hedge:

Rate:

Comments:

PO Number: 0550328239

Invoice Amount: 582.50

Discount/Adj Amount: 0.00

Net Amount Paid: 582.50

Plant Number: DA

Part Number: 9399937

Unit Price: 0.233

Quantity: 2,500.00

Unit Of Measure: PC

Invoice No.: 5216910468001

BOL#: 69239

Invoice Date: Apr-22-2011

Tax Amount: 0.00

Plant Description: Delphi-E&S

Hedge:

Rate:

Comments:

PO Number: 0550328239

Invoice Amount: 582.50

Discount/Adj Amount: 0.00

Net Amount Paid: 582.50

Plant Number: DA

Part Number: 9399937

Unit Price: 0.233

Quantity: 2,500.00

Unit Of Measure: PC

Invoice No.: 5216910469001

BOL#: 69240

Invoice Date: Apr-22-2011

Tax Amount: 0.00

Plant Description: Delphi-E&S

Hedge:

Rate:

Comments:

PO Number: 0550281013

Invoice Amount: 1,360.00

Discount/Adj Amount: 0.00

Net Amount Paid: 1,360.00

Plant Number: DA

Part Number: 9385521

Unit Price: 0.68

Quantity: 2,000.00

		Unit Of Measure:	PC
Invoice No.:	5216965350001	PO Number:	0550263315
BOL#:	69366	Invoice Amount:	1,826.06
Invoice Date:	Apr-28-2011	Discount/Adj Amount:	0.00
Tax Amount:	0.00	Net Amount Paid:	1,826.06
Plant Description:	Delphi-E&S	Plant Number:	DA
Hedge:		Part Number:	9400036
Rate:		Unit Price:	1.705
Comments:		Quantity:	1,071.00
		Unit Of Measure:	PC
Invoice No.:	5216967191001	PO Number:	0550282314
BOL#:	69296	Invoice Amount:	580.00
Invoice Date:	Apr-27-2011	Discount/Adj Amount:	0.00
Tax Amount:	0.00	Net Amount Paid:	580.00
Plant Description:	Delphi-E&S	Plant Number:	DA
Hedge:		Part Number:	9395626
Rate:		Unit Price:	0.58
Comments:		Quantity:	1,000.00
		Unit Of Measure:	PC
Invoice No.:	5216967192001	PO Number:	0550332779
BOL#:	69297	Invoice Amount:	2,470.00
Invoice Date:	Apr-27-2011	Discount/Adj Amount:	0.00
Tax Amount:	0.00	Net Amount Paid:	2,470.00
Plant Description:	Delphi-E&S	Plant Number:	DA
Hedge:		Part Number:	28146740
Rate:		Unit Price:	0.494
Comments:		Quantity:	5,000.00
		Unit Of Measure:	PC
Invoice No.:	5216988442001	PO Number:	0550281013
BOL#:	69357	Invoice Amount:	1,760.00
Invoice Date:	Apr-28-2011	Discount/Adj Amount:	0.00
Tax Amount:	0.00	Net Amount Paid:	1,760.00
Plant Description:	Delphi-E&S	Plant Number:	DA
Hedge:		Part Number:	9397930
Rate:		Unit Price:	0.704
Comments:		Quantity:	2,500.00
		Unit Of Measure:	PC
Invoice No.:	5216988465001	PO Number:	0550328239
BOL#:	69338	Invoice Amount:	914.00
Invoice Date:	Apr-27-2011	Discount/Adj Amount:	0.00
Tax Amount:	0.00	Net Amount Paid:	914.00
Plant Description:	Delphi-E&S	Plant Number:	DA
Hedge:		Part Number:	9399338
Rate:		Unit Price:	0.914
Comments:		Quantity:	1,000.00
		Unit Of Measure:	PC
Invoice No.:	5217141671001	PO Number:	0550255320
BOL#:	0703031461	Invoice Amount:	10,440.00
Invoice Date:	Jan-22-2009	Discount/Adj Amount:	0.00
Tax Amount:	0.00	Net Amount Paid:	10,440.00
Plant Description:	Delphi-E&S	Plant Number:	DA
Hedge:		Part Number:	28072144
Rate:		Unit Price:	5.80
Comments:		Quantity:	1,800.00

		Unit Of Measure:	PC
Invoice No.:	5217141672001	PO Number:	0550255320
BOL#:	0703031461	Invoice Amount:	900.00 *
Invoice Date:	Jan-22-2009	Discount/Adj Amount:	0.00
Tax Amount:	0.00	Net Amount Paid:	900.00
Plant Description:	Delphi-E&S	Plant Number:	DA
Hedge:		Part Number:	28072144
Rate:		Unit Price:	0.50
Comments:		Quantity:	1,800.00
		Unit Of Measure:	PC
Invoice No.:	5217146317001	PO Number:	0550282845
BOL#:	2SZUS75B19	Invoice Amount:	475.00 *
Invoice Date:	Apr-03-2009	Discount/Adj Amount:	0.00
Tax Amount:	0.00	Net Amount Paid:	475.00
Plant Description:	Delphi-E&S	Plant Number:	DA
Hedge:		Part Number:	28041703
Rate:		Unit Price:	0.19
Comments:		Quantity:	2,500.00
		Unit Of Measure:	PC
Invoice No.:	5217146318001	PO Number:	0550282845
BOL#:	1SZUS758EAY	Invoice Amount:	1,900.00 *
Invoice Date:	Apr-03-2009	Discount/Adj Amount:	0.00
Tax Amount:	0.00	Net Amount Paid:	1,900.00
Plant Description:	Delphi-E&S	Plant Number:	DA
Hedge:		Part Number:	28041703
Rate:		Unit Price:	0.19
Comments:		Quantity:	10,000.00
		Unit Of Measure:	PC
Invoice No.:	5217163887001	PO Number:	0550282845
BOL#:	1SZUS758EAY	Invoice Amount:	400.00
Invoice Date:	Apr-03-2009	Discount/Adj Amount:	0.00
Tax Amount:	0.00	Net Amount Paid:	400.00 *
Plant Description:	Delphi-E&S	Plant Number:	DA
Hedge:		Part Number:	28041703
Rate:		Unit Price:	0.04
Comments:		Quantity:	10,000.00
		Unit Of Measure:	PC
Invoice No.:	5217163887002	PO Number:	0550282845
BOL#:	2SZUS75B19	Invoice Amount:	100.00 *
Invoice Date:	Apr-03-2009	Discount/Adj Amount:	0.00
Tax Amount:	0.00	Net Amount Paid:	100.00
Plant Description:	Delphi-E&S	Plant Number:	DA
Hedge:		Part Number:	28041703
Rate:		Unit Price:	0.04
Comments:		Quantity:	2,500.00
		Unit Of Measure:	PC

Payment Details

Auth File ID: 2000447756
Payment Number: 14102000299882
Payer Name: Delphi Automotive Systems
Settlement Date: Jun-16-2011

Payment Method: ACH
Payment Amount: 559,094.74
Currency: USD

Payee

Company Name: STMICROELECTRONICS INC
Payee Code: 00617121421
Receiving Bank ID: 121000248:4159761857

Buyer

Company Name: Delphi Automotive Systems
Originating Bank ID: 021000021:9102614402

Contact:	Name	Phone	Fax	eMail
	no data	no data	no data	no data

Payment Details

Invoice No.: 5216968336001

PO Number: 0550255317

BOL#: 69347

Invoice Amount: 727.00

Invoice Date: Apr-29-2011

Discount/Adj Amount: 0.00

Tax Amount: 0.00

Net Amount Paid: 727.00

Plant Description: Delphi-E&S

Plant Number: DA

Hedge:

Part Number: 28082044

Rate:

Unit Price: 0.727

Comments:

Quantity: 1,000.00

Unit Of Measure: PC

Invoice No.: 5216968337001

PO Number: 0550322603

BOL#: 69346

Invoice Amount: 700.00

Invoice Date: Apr-29-2011

Discount/Adj Amount: 0.00

Tax Amount: 0.00

Net Amount Paid: 700.00

Plant Description: Delphi-E&S

Plant Number: DA

Hedge:

Part Number: 28164688

Rate:

Unit Price: 0.28

Comments:

Quantity: 2,500.00

Unit Of Measure: PC

Invoice No.: 5216968338001

PO Number: 0550281013

BOL#: 69345

Invoice Amount: 680.00

Invoice Date: Apr-29-2011

Discount/Adj Amount: 0.00

Tax Amount: 0.00

Net Amount Paid: 680.00

Plant Description: Delphi-E&S

Plant Number: DA

Hedge:

Part Number: 9385521

Rate:

Unit Price: 0.68

Comments:

Quantity: 1,000.00

Unit Of Measure: PC

Invoice No.: 5216968338002

PO Number: 0550282497

BOL#: 69345

Invoice Amount: 940.00

Invoice Date: Apr-29-2011

Discount/Adj Amount: 0.00

Tax Amount: 0.00

Net Amount Paid: 940.00

Plant Description: Delphi-E&S

Plant Number: DA

Hedge:

Part Number: 9399339

Rate:

Unit Price: 0.94

Comments:

Quantity: 1,000.00

Hedge:
Rate:
Comments:

Part Number: 28065666
Unit Price: 4.34
Quantity: 500.00
Unit Of Measure: PC

Invoice No.: 5217274115001
BOL#: 55172
Invoice Date: Apr-22-2009
Tax Amount: 0.00
Plant Description: Delphi-E&S
Hedge:
Rate:
Comments:

PO Number: 0550282314
Invoice Amount: 580.00
Discount/Adj Amount: 0.00
Net Amount Paid: 580.00
Plant Number: DA
Part Number: 9395626
Unit Price: 0.58
Quantity: 1,000.00
Unit Of Measure: PC

INV # 0703057708

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Exhibit B

Payment Details

Auth File ID: 2000471426
Payment Number: 14102000471172
Payer Name: Delphi Automotive Systems
Settlement Date: Sep-15-2011

Payment Method: ACH
Payment Amount: 555,724.29
Currency: USD

Payee

Company Name: STMICROELECTRONICS INC
Payee Code: 00617121421
Receiving Bank ID: 121000248:4159761857

Buyer

Company Name: Delphi Automotive Systems
Originating Bank ID: 021000021:9102614402

Contact:	Name	Phone	Fax	eMail
	no data	no data	no data	no data

Payment Details

Invoice No.: 1900137634
BOL#: ACM0703042641A
Invoice Date: Mar-03-2009
Tax Amount: 0.00
Plant Description: Explanation Att from an Admin
Hedge:
Rate:

Comments: Explanation Att from an Admin
Claim

PO Number:
Invoice Amount: 480.00
Discount/Adj Amount: 0.00
Net Amount Paid: 480.00
Plant Number: DA
Part Number:
Unit Price:
Quantity:
Unit Of Measure:

Invoice No.: 5217613734001
BOL#: 71070
Invoice Date: Jul-29-2011
Tax Amount: 0.00
Plant Description: Delphi-E&S
Hedge:
Rate:
Comments:

PO Number: 0550281013
Invoice Amount: 4,080.00
Discount/Adj Amount: 0.00
Net Amount Paid: 4,080.00
Plant Number: DA
Part Number: 9385521
Unit Price: 0.68
Quantity: 6,000.00
Unit Of Measure: PC

Invoice No.: 5217613926001
BOL#: 71073
Invoice Date: Jul-29-2011
Tax Amount: 0.00
Plant Description: Delphi-E&S
Hedge:
Rate:
Comments:

PO Number: 0550281013
Invoice Amount: 149.00
Discount/Adj Amount: 0.00
Net Amount Paid: 149.00
Plant Number: DA
Part Number: 9399028
Unit Price: 0.149
Quantity: 1,000.00
Unit Of Measure: PC

Invoice No.: 5217613927001
BOL#: 71074
Invoice Date: Jul-29-2011
Tax Amount: 0.00
Plant Description: Delphi-E&S
Hedge:
Rate:
Comments:

PO Number: 0550281013
Invoice Amount: 3,400.00
Discount/Adj Amount: 0.00
Net Amount Paid: 3,400.00
Plant Number: DA
Part Number: 9385521
Unit Price: 0.68
Quantity: 5,000.00